

Message

From: Michael Salerno [msalerno@nppg.com]
Sent: 2/28/2019 10:25:01 AM
To: Joseph De Perio [/o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=7f8467f793a344ce9df2f976b4e41273-joseph.depe]
CC: geh@clinton.com
Subject: RE: Docs
Attachments: Cap_table011719.pdf

Joe, we are good with majority of your responses as is. For clarity we would like to:

1. I understand some things have changed since the cap table in the data room was prepared. We would like to add a current cap table inclusive of these transactions that includes all outstanding shares, warrants, options and convertible securities.
2. Add a rep that there is no material outstanding debt other than that which is incurred in the ordinary course of business and to Consensys.

We can discuss tonight at dinner and If these are acceptable we can execute and fund asap.

Cordially,

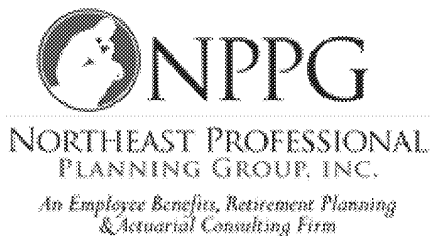
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From: Joseph De Perio <joseph.deperio@sportblx.com>

Sent: Sunday, February 24, 2019 10:18 AM

To: Michael Salerno <msalerno@nppg.com>

Cc: geh@clinton.com

Subject: Docs

Mike – We worked through your comments. Here is where we are. Please let me know if there is anything left open pending your review. Rgds. Joe

Purchase Agreement:

- We took your comments on shares and capitalization reps
- We are unable to produce 12/31 financials and thus can't rep either the financials and undisclosed liabilities, and frankly they won't be instructive given our operations and their inception date. We hope you get comfortable with the materials in the data room. There is no opex, since Clinton is bearing the cost prior the closing of the pre-series A round. And the liabilities are tied to the consensys agreement (in the data room), and our legal counsel.
- We took the litigation rep. We added knowledge qualifiers on the compliance and patent infringement. Given we are a moving target, there are a number of items in multiple jurisdictions pending.
- We took your comments on the termination of the ROFR and tag along rights

Side Letter:

- We cannot accept the proposal on maintaining the board seat with dilution below 2.5%. You have heard us say that we want our board to be small and agile, and that have members who are significant holders. And, we have heard you say in the past there is an interest in investing upwards of \$5 mm in subsequent rounds. We believe there is a lot of cushion below your proposed ownership today and the 2.5% proposed. If you get diluted but are still contributing to the company, we would gladly keep you on the board.
- We accepted your comments on the anti-dilution

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